

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

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SHIVA STEIN,

Plaintiff,

- against -

VISA INC.,

Defendant.

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: No. 1:16-cv-00018- ILG -RER  
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**NOTICE OF VOLUNTARY DISMISSAL**

Plaintiff Shiva Stein voluntarily dismisses this action with prejudice pursuant to Fed. R. Civ. P. 41(a)(1)(A)(i), for the following reasons.

Plaintiff brought this action to enjoin Visa Inc. (“Visa”) from certifying or otherwise accepting any vote cast, by proxy or in person, for or on behalf of any Visa stockholder in connection with the third and fourth proposals in Visa’s proxy statement furnished on December 11, 2015 (the “Proxy Statement”) or presenting the third and fourth proposals in the Proxy Statement (“Proposals 3 and 4”) for a stockholder vote at the February 3, 2016 annual meeting.

Plaintiff’s reason for requesting this injunction was because Proposals 3 and 4 requested shareholder votes on two Visa compensation plans – the Visa Inc. 2007 Equity Incentive Compensation Plan, as amended and restated (the “EIP”), and the Visa Inc. Incentive Plan, as amended and restated (the “VIP”). Plaintiff alleged Visa failed to comply with the disclosure rules promulgated by the United States Securities and Exchange Commission ( “SEC”) under the Exchange Act, including 17 C.F.R. § 240.14a-101 (Item 10(a)(1)) (“Item 10(a)(1)”) with regard to these compensation plans. Item 10(a)(1) requires that Visa provide “each class of persons

who will be eligible to participate [in the compensation plans being voted on], indicate the approximate number of persons in each such class, and state the basis of such participation.” *Id.*

In response to Plaintiff’s action, on January 12, 2016, Visa filed a Supplement to the Proxy Statement for the Annual Meeting of Stockholders to be Held on February 3, 2016 (“Supplement”), attached hereto as Exhibit A. This Supplement provided the following additional information concerning the third and fourth proposals in the Proxy Statement:

- Regarding Proposal 3: “As of September 30, 2015, approximately 10,939 employees and 11 directors were eligible for awards under the EIP. No consultants have been granted awards under the EIP,” *see* Supplement at 1; and
- Regarding Proposal 4: “As of September 30, 2015, approximately 9,821 regular full-time and part-time active employees were eligible to participate in the VIP.” *See* Supplement at 2.

Based on these new disclosures, Plaintiff hereby voluntarily dismisses her complaint with prejudice.

Dated: New York, New York  
January 14, 2016

**BARRACK, ROBOS & BACINE**

By: 

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